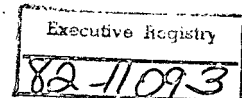


Rec'd 26 Aug 82

Bendix



The Bendix Corporation
National Affairs Office
300 Maryland Avenue, N.E.
Washington, D.C. 20002

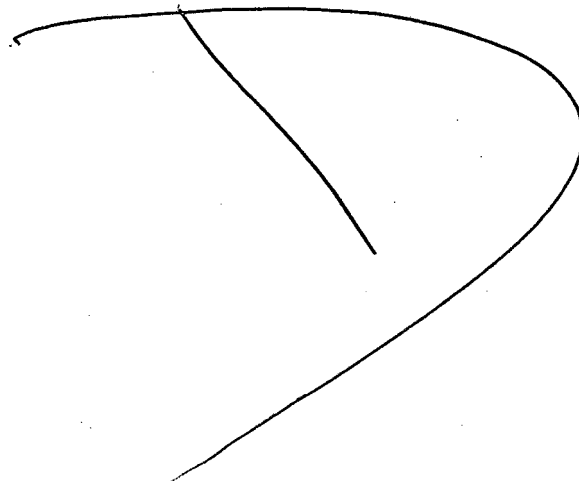
Tel. (202) 543-3133

Attached is some information regarding
our recent announcement. If you have
any questions, please contact The
Bendix Corporation National Affairs
Office at 202-543-3133.



Vice President
National Affairs

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300 Maryland Avenue, N.E.
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August 25, 1982

BENDIX OFFER FOR MARTIN MARIETTA

Robert S. Meyers
Executive Director - Corporate Communications
The Bendix Corporation
Bendix Center
Southfield, MI 48037
(313) 827-6300

SOUTHFIELD, MI -- The Bendix Corporation announced today a tender offer as a first step to acquire all of the common shares of Martin Marietta Corporation. The move is intended to lead to a combination of the two companies.

The Bendix tender offer is to buy for cash up to approximately 45 percent of Martin Marietta Corporation's common shares for \$43 per share. Bendix already owns approximately 4½% of Martin Marietta Corporation's stock. The offer represents a substantial premium for Martin Marietta Corporation shareholders over current and recent market prices and the prices paid by Martin Marietta Corporation in its share repurchase program over the past 18 months, Bendix said. The offer will be filed with the Securities and Exchange Commission tomorrow, making those shareholders eligible for proration who submit their share to designated depositories by September 4, 1982.

Bendix also announced its intention to follow this offer with a proposal to exchange Bendix shares for the remaining Martin Marietta Corporation shares at an exchange ratio of .82 shares of Bendix stock for each share of Martin Marietta Corporation in a merger intended to be tax-free. The proposal would be made by a registration statement to be filed with the Securities and Exchange Commission.

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"The combined company would be a financially strong, stable and well-diversified manufacturer and materials producer predominantly engaged in aerospace and electronics activities", according to William M. Agee, Chairman of Bendix. "We beleive this is a fair proposal in which shareholders of the combined company in the coming years should fare better than the shareholders of either company operating separately."

"We are confident that Bendix' commitments to technological advancement, quality products and services, a stimulating work environment and high return on investment are very compatible with those of Martin Marietta Corporation's managment, employees and shareholders," Agee added.

Bendix expects to finance the cash offer from internal sources and existing credit facilities. Following completion of the transaction, Bendix said, the combined balance sheet of the new company would remain strong.

Bendix also stated that in redeploying its internal resources to finance the offer, it has no intention at this time to reduce its holding of more than seven percent of RCA.

The offer was communicated directly to Martin Marietta Corporation management in a letter delivered by hand Wednesday morning from Mr. Agee. Mr. Agee indicated his willingness to meet with Martin Marietta Corporation management at their convenience to discuss the offer and answer their questions.

In his letter, Mr. Agee stated that the combination of the two companies would be highly beneficial for each company and their respective constituencies. In addition to providing shareholders with an interest in a financially stronger, more stable and diversified company, he said the new company would contribute

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directly to a stronger national defense through greater financial resources, a broader base of technological skills, and more stable earnings in a more diversified defense enterprise.

Mr. Agee expressed the hope that the Martin Marietta Corporation management would remain with the combined company and that certain of their directors would want to join the combined board of the new company.

Bendix said it currently anticipates no legal or other actions that would effectively block full shareholder choice in responding to its offer.

Bendix has instituted proceedings in various federal courts, including in Maryland, to enjoin enforcement of certain state statutes which might purport to apply to the offer.

Bendix, headquartered in Southfield, MI, is a world-wide manufacturer serving the aerospace/electronics, automotive and industrial markets with annual sales of over \$4 billion. Martin Marietta Corporation, with headquarters in Bethesda, MD, is a diversified company engaged in the aerospace and primary products (cement, aggregates, aluminum and chemicals) businesses with sales of over \$3 billion.

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